

# **EXHIBIT G**



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March 7, 2019

Garry Dearborn, President  
Dakota Energy Cooperative, Inc.  
P.O. Box 830  
Huron, SD 57350

Dear President Dearborn:

East River Electric Power Cooperative, Inc. ("East River") values Dakota Energy Cooperative, Inc. ("Dakota Energy") as a member-owner.

Our three-tiered cooperative network has served the region's rural electric cooperative members very well over the years, during good times and bad. From the early days of rural electrification to the formation of East River and Basin Electric Power Cooperative ("Basin Electric") through today, our joint efforts have accomplished collectively what none of us could have done individually -- all to the benefit of the region's rural electric cooperative members at the end of the line.

Today, despite uncertainties across the industry affecting all electric utilities, there are many positives on the horizon as we move together into the future. These include projected rate stability, investment in infrastructure to serve your members, continued economic development opportunities and expected sustained growth across the East River footprint.

Our mission statement is straightforward: "East River exists to enhance the value of its members." Dakota Energy and the other members of East River are the member-owners of East River. The directors of these member systems comprise the governing body of East River. Consistent with the seven cooperative principals, your board member on East River's board, along with the other East River directors, chart the course for the organization. The East River member systems collectively elect a director for the Basin Electric board of directors, and both Dakota Energy and East River are member-owners of Basin Electric.

Over recent years, we have heard that Dakota Energy is generally satisfied with East River. If there are things we can do differently or questions to which you need answers, you can rest assured East River and its staff are here on your behalf. At the end of the

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day, East River exists to enhance the value of Dakota Energy and all the other members and take direction from the board.

With all that being said, I write this letter in response to the Dakota Energy Cooperative, Inc. Board Resolution No 2018-02. In the resolution, the Dakota Energy board of directors direct the Dakota Energy staff to work with the staff of East River Electric Power Cooperative, Inc. to provide a buyout dollar amount for Dakota Energy to buy out of its Supplemental Wholesale Power Contract with East River. The Supplemental Wholesale Power Contract between our two cooperatives does not provide for a buyout. As a result, we must decline your request.

Additionally, due to the joint nature of our power supply network, East River forwarded the Dakota Energy resolution to our G&T cooperative power supplier, Basin Electric. I have attached Basin Electric's February 15<sup>th</sup> letter to East River with the accompanying Basin Electric resolution. The resolution states our agreements do not contain any provision permitting the member to buy-out of its all-requirements contract.

I hope the foregoing clarifies this matter for Dakota Energy. You can rest assured the lines of communications are always open with East River, and East River and its staff are here to serve Dakota Energy and its members.

Sincerely,

A handwritten signature in black ink, appearing to read "James Ryken", with a stylized, cursive script.

Jim Ryken  
Board President

JR/ks

c: Tom Boyko

Enc.




February 15, 2019

To Class A Members:

I wanted to provide to you a copy of a resolution unanimously adopted by the Board of Directors of Basin Electric Power Cooperative (the "Cooperative") at a meeting held on February 13, 2019. The resolution was adopted following extensive discussion among the members of the Board of Directors, officers of the Cooperative and outside counsel. I believe that the resolution is self-explanatory.

As you know, the Cooperative continues to be focused on providing the most reliable service at the lowest possible cost. We ask for your cooperation in advising any of your members that request buy-out information that it is in conflict with their obligations under their all-requirements contract. It is also important to understand that for you to provide any assistance to your members in buying out of their all-requirements contracts, it would be contrary to your obligations to the Cooperative.

Regards,



Paul M. Sukut  
CEO & General Manager

Attachment



WHEREAS, one of the Cooperative's Class A Members has received requests from two of the Cooperative's Class C Members for a price for those Class C Members to buy out of their all-requirements contracts with the Class A Member;

WHEREAS, the Cooperative also has received a request from one of its Class A Members for the process and parameters to calculate a price if that Class A Member was to buy out of its all-requirements contract with the Cooperative;

WHEREAS, the Cooperative has been advised by both its General Counsel and its outside counsel, Orrick, Herrington & Sutcliffe LLP, that the all-requirements contracts of both the Class A Members with the Cooperative and the Class C Members with the Class A Members do not contain any provision permitting the member to buy-out of its all-requirements contract with the Cooperative or the Class A Member, as applicable;

WHEREAS, as a result, neither the Cooperative nor any Class A Member has any obligation to develop, calculate or furnish any information required in connection with a buy out or otherwise permit any such member to buy-out of its all-requirements contract; and

WHEREAS, the Board of Directors has considered the request of the Class A Member and the advice of counsel and concluded that it is not in the best interests of the Cooperative or its membership to allow any buy out of any all-requirements contracts with the Cooperative or any of its Class A Members;

NOW, THEREFORE, BE IT RESOLVED, that the General Manager and CEO is hereby authorized and directed to furnish a copy of this resolution to all Class A Members of the Cooperative.